## FORM D

**UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

| _ |     |     |     |
|---|-----|-----|-----|
| - | ) H | M   | 4 1 |
|   |     | IVI |     |

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

OMB Number: 3235-0076 Expires: Estimated average burden hours per response. . . . . 16.00

| SEC USE ONLY  |        |  |  |  |
|---------------|--------|--|--|--|
| Prefix        | Serial |  |  |  |
|               |        |  |  |  |
| DATE RECEIVED |        |  |  |  |
|               | 1      |  |  |  |

| 있는 경 를 UNIFORM LIMITED OFFERING EXEMI   | PTION   |
|---|---|
| Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  |   |
| Common Stock financing Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment  | 11002002  |
| A. BASIC IDENTIFICATION DATA  | JUL 0 1 2008  |
| Enter the information requested about the issuer  | THOMSON REUTERS                                       |
| Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  EndogenX, Inc.  | THOWISON RESIDENCE                                    |
| Address of Executive Offices (Number and Street, City, State, Zip Code) 15595 Los Gatos Bvd., Los Gatos, CA 95032   | Telephone Number (Including Area Code) (408) 887-3377 |
| Address of Principal Business Operations (Number and Street, City, State, Zip Code) if different from Executive Offices)  | Telephone Number (Including Area Code)                |
| Brief Description of Business  Develop, license and market new specialty pharmaceuticals, therapeutics and botanical bas  Type of Business Organization  Corporation  Imited partnership, already formed  business trust  limited partnership, to be formed   | ed healthcare consumer products                       |
| Month Year  Actual or Estimated Date of Incorporation or Organization: 03 07 Actual Estin  urisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State  CN for Canada; FN for other foreign jurisdiction)  |   |
| GENERAL INSTRUCTIONS  |   |
| Federal:<br>Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D of<br>17d(6).  | .c.   |
| When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering, and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address. |   |
| Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 201  |   |
| Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually shotocopies of the manually signed copy or bear typed or printed signatures.  | y signed. Any copies not manually signed must be      |

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

### A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Dunn, Joseph Business or Residence Address (Number and Street, City, State, Zip Code) 18 Loma Alta Ave., Los Gatos, CA 95030 Check Box(es) that Apply: Promoter Beneficial Owner DExecutive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Gulati, Anil Business or Residence Address (Number and Street, City, State, Zip Code) c/o EndogenX, Inc., 15595 Los Gatos Blvd., Los Gatos, CA 95032 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director Check Box(es) that Apply: General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

|  | B. INFORMATION ABOUT OFFERING  |              |                |            |              |   |               |                              |          |          |               |            |              |
|--|--|--------------|----------------|------------|--------------|---|---------------|------------------------------|----------|----------|---------------|------------|--------------|
| 1.   | 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?   |              |                |            |              |   |               |                              | Yes      | No<br>🔀  |               |            |              |
| 2.   |  |              |                |            |              |   |               | s_25,                        | 00.00    |          |               |            |              |
| 2  | Dogo th  | a offarina : | permit joint   | aumarchi   | n of a sina  | la unit?                                |               |                              |          |          |               | Yes        | No           |
| 3.<br>4  |  |              |                |            |              |   |               |                              |          |          |               |            | K            |
| ••   | 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of sucl a broker or dealer, you may set forth the information for that broker or dealer only. |              |                |            |              |   |               | he offering.<br>with a state |          |          |               |            |              |
| Ful  | l Name (   | Last name    | first, if indi | vidual)    |              |   |               |                              |          |          |               |            |              |
| Bu   | siness or  | Residence    | Address (N     | umber and  | d Street, Ci | ty, State, Z                            | Lip Code)     |                              |          |          |               |            | <del> </del> |
| Nai  | me of As   | sociated Br  | oker or Dea    | aler       |              |   |               | ••••                         |          |          |               |            |              |
| Sta  | tes in Wh  | ich Person   | Listed Has     | Solicited  | or Intends   | to Solicit                              | Purchasers    | •••                          |          |          |               |            |              |
|  | (Check   | "All States  | s" or check    | individual | States)      | •••••                                   | ************* |                              |          |          |               | All States |              |
|  | AL   | AK           | AZ             | AR         | CA           | CO                                      | CT            | DE                           | DC       | FL       | GA            | HI         | [ID]         |
|  | IL   | ĪN           | IA             | KS         | ΚŸ           | LA                                      | ME            | MD                           | MA       | MI       | MN            | MS         | MO           |
|  | MT RI  | NE<br>SC     | NV<br>SD       | NH<br>[TN] | NJ<br>TX     | NM<br>UT                                | NY<br>VT      | NC<br>VA                     | ND<br>WA | OH<br>WV | OK<br>WI      | OR<br>WY   | PA<br>PR     |
|  |  |              |                |            |              |   |               |                              |          |          |               |            |              |
| Ful  | l Name (   | Last name    | first, if indi | vidual)    |              |   |               |                              |          |          |               |            |              |
| Bu   | siness or  | Residence    | : Address (N   | Number an  | d Street, C  | ity, State, 2                           | Zip Code)     |                              |          |          | <del> </del>  |            |              |
| Nai  | me of Ass  | sociated Br  | oker or De     | aler       |              |   |               | <u> </u>                     |          |          |               |            |              |
| Sta  | tes in Wh  | ich Person   | Listed Has     | Solicited  | or Intends   | to Solicit                              | Purchasers    |                              |          |          | <del></del> - |            |              |
|  | (Check   | "All States  | s" or check    | individual | States)      | *************************************** |               |                              | 4        | •••••    |               | ☐ Al       | l States     |
|  | AL   | AK           | AZ             | AR         | CA           | CO                                      | CT            | DE                           | DC       | FL       | GA            | HI         | <u>ID</u>    |
|  | IL MT  | IN<br>NE     | IA<br>NV       | KS         | KY           | LA                                      | ME            | MD                           | MA       | MI       | MN            | MS         | MO           |
|  | RI   | SC           | SD             | NH<br>TN   | NJ<br>TX     | NM<br>UT                                | NY<br>VT      | NC<br>VA                     | ND<br>WA | ЮH<br>WV | OK<br>WI      | OR<br>WY   | PA<br>PR     |
| Full Name (Last name first, if individual)                                   |  |              |                |            |              |   |               |                              |          |          |               |            |              |
| Bus  | sinase or  | Decidence    | Addrace (N     | Jumber on  | d Street C   | ity State '                             | 7in Coda)     |                              |          |          | . <u>-</u>    |            |              |
| Business or Residence Address (Number and Street, City, State, Zip Code)     |  |              |                |            |              |   |               |                              |          |          |               |            |              |
| Naı  | me of Ass  | sociated Br  | oker or Dea    | aler       |              |   |               |                              |          |          |               |            |              |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers |  |              |                |            |              |   |               |                              |          |          |               |            |              |
| (Check "All States" or check individual States)                              |  |              |                |            |              |   |               |                              |          |          |               |            |              |
|  | AL   | AK           | AZ             | AR         | CA           | CO                                      | CT            | DE                           | DC       | FL       | GA            | HI         | ID           |
|  | IL<br>MT   | IN<br>NE     | IA NIV         | KS<br>NH   | KY           | LA<br>NM                                | ME            | MD                           | MA       | MI       | MN            | MS         | MO           |
|  | RI   | NE<br>SC     | NV<br>SD       | TN         | NJ<br>TX     | NM<br>UT                                | NY)<br>VT     | NC<br>VA                     | ND<br>WA | OH<br>WV | OK<br>WI      | OR<br>WY   | PA<br>PR     |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| 1. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.  | :                           |  |
|----|--|-----------------------------|--|
|    | Type of Security   | Aggregate<br>Offering Price | Amount Already<br>Sold                     |
|    | Debt   | s 0.00                      | s 0.00                                     |
|    | Equity   |                             | · -  |
|    | ✓ Common ☐ Preferred   |                             | · · · · · · · · · · · · · · · · · · ·      |
|    | Convertible Securities (including warrants)  | \$ 0.00                     | 0.00<br>\$                                 |
|    | Partnership Interests  |                             | \$ 0.00                                    |
|    | Other (Specify)  |                             | \$ 0.00                                    |
|    | Total  | \$ 5,674,874.40             |  |
|    | Answer also in Appendix, Column 3, if filing under ULOE.   |                             |  |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."             |                             | Aggregate<br>Dollar Amount<br>of Purchases |
|    | Accredited Investors   |                             | \$ 2,774,587.55                            |
|    | Non-accredited Investors   |                             | \$ 0.00                                    |
|    | Total (for filings under Rule 504 only)  |                             | \$   |
|    | Answer also in Appendix, Column 4, if filing under ULOE.   |                             | Φ  |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.   |                             |  |
|    | Type of Offering   | Type of<br>Security         | Dollar Amount<br>Sold                      |
|    | Rule 505   |                             | \$   |
|    | Regulation A   |                             | \$   |
|    | Rule 504   |                             | \$   |
|    | Total  |                             | <u>\$ 0.00</u>                             |
| 4  | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. |                             |  |
|    | Transfer Agent's Fees  |                             | \$   |
|    | Printing and Engraving Costs   |                             | \$   |
|    | Legal Fees   |                             | \$_27,500.00                               |
|    | Accounting Fees  | <u></u>                     | \$   |
|    | Engineering Fees   |                             | \$   |
|    | Sales Commissions (specify finders' fees separately)   |                             | \$   |
|    | Other Expenses (identify) blue sky filing fees   | <b>7</b>                    | <u>\$</u> 250.00                           |
|    | Total  |                             | \$ 27,750.00                               |

|      | COFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND  | JSÉ OF PROCEEDS 🥳                                      | in the second                                     |
|------|---|--|---|
|      | b Enter the difference between the aggregate offering price given in response to Part C — Q and to al expenses furnished in response to Part C — Question 4.a. This difference is the "adjust proceeds to the issuer."  | ted gross  | 5.647,124.40<br>\$                                |
| 5.   | Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be each of the purposes shown. If the amount for any purpose is not known, furnish an estimate the box to the left of the estimate. The total of the payments listed must equal the adjust proceeds to the issuer set forth in response to Part C — Question 4.6 above. | nate and   |   |
|      |   | Payments to<br>Officers.<br>Directors, &<br>Affiliates |   |
|      | Salaries and fees   | _  | —   |
|      | Purchase of real estate   | S  | _ []\$  |
|      | Purchase, rental or leasing and installation of machinery   | ED 6   | <b>□</b> ¢  |
|      | and equipment   |  |   |
|      |   | ــــــه الــــــــــــــــــــــــــــــ               | LJ*   |
|      | Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another   |  |   |
|      | issuer pursuant to a merger)  | <del>_</del>   | <del></del>                                       |
|      | Repayment of indebtedness   |  |   |
|      | Work ng capital   | S  | _ \[ \subseteq \subseteq \frac{5,647,124.4}{2} \] |
|      | Other (specify):  | S  | _ Ds  |
|      |   | <br>   | _ 🗆 🗀 S   |
|      | Colur in Totals   |  |   |
|      | Total Payments Listed (column totals added)   |  | 5,647,124.40                                      |
|      | D. FEDERAL SIGNATURE  | r reform for<br>Will strong                            |   |
| sig  | e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If in the constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange information furnished by the issuer to any non-accredited investor pursuant to paragraph (sucr (Print or Type)   | e Commission, upon wri<br>b)(2) of Rule 502.           | tten request of its staff,                        |
| 4*** | ndogenX. Inc.   | June-25, 200   | 18  |
|      | ladgetiv. inc.  |  | , ,   |

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

|    | E. STATE SIGNATURE   |     |                |
|----|--|-----|----------------|
| 1. | I: any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? | Yes | No<br><b>⊠</b> |

See Appendix, Column 5, for state response.

- 2 The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form Ε (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type) | Signature               | Date                  |
|------------------------|-------------------------|-----------------------|
| EndogenX, Inc.         |                         | June <u>23</u> , 2008 |
| Name (Print or Type)   | Title (Paint or Type)   |                       |
| Joseph Dunn            | Chief Executive Officer |                       |

#### Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures

